

Hearing Date: November 15, 2018
Time: 10:00 a.m.

Donna H. Lieberman, Esq.
HALPERIN BATTAGLIA BENZIJA, LLP
40 Wall Street, 37th floor
New York, New York 10005
Telephone: (212) 765-9100
ahalperin@halperinlaw.net
dlieberman@halperinlaw.net

and

Andrew Conway, Esq.
Vice President, Senior Counsel
TAUBMAN
200 East Long Lake Road, Suite 300
Bloomfield Hills, Michigan 48304-2324
Telephone: (248) 258-7427
Aconway@taubman.com

Co-counsel to the Taubman Landlords

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.

| Chapter 11
| Case No. 18-23538 (RDD)
|
| (Jointly Administered)
|
----- X

**JOINDER OF THE TAUBMAN LANDLORDS IN THE LIMITED OBJECTION
OF THE NW PROPERTIES LANDLORDS TO THE DEBTORS' MOTION FOR
AUTHORITY TO (A) OBTAIN POSTPETITION FINANCING, (B) USE CASH
COLLATERAL, (C) GRANT CERTAIN PROTECTIONS TO PREPETITION
SECURED PARTIES, AND (D) SCHEDULE SECOND INTERIM HEARING
AND FINAL HEARING**

Fairfax Company of Virginia L.L.C, TVO Mall Owner LLC and Sunvalley Shopping
Center LLC (together, the "Taubman Landlords"), by and through their undersigned counsel,
hereby file this joinder (the "Joinder") to the limited objection (the "Objection") [D.N. 537] of the

NW Properties Landlords to the Debtors' Motion for Authority to (A) Obtain Postpetition Financing, (B) Use Cash Collateral, (C) Grant Certain Protections to Prepetition Secured Parties, and (D) Schedule Second Interim Hearing and Final Hearing (the "Motion") [D.N. 7]. In support of this Joinder, the Taubman Landlords respectfully state as follows:

BACKGROUND

1. On October 15, 2018, the above-captioned debtors and debtors-in-possession (together, the "Debtors") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

2. The Taubman Landlords are parties to leases and other real estate arrangements with the Debtors (together, the "Leases"). The Leases are for premises at the following locations:

<u>Landlord</u>	<u>Location of the Premises</u>
Fairfax Company of Virginia L.L.C.	Fair Oaks Mall (Fairfax, Virginia)
TVO Mall Owner LLC	Twelve Oaks Mall (Novi, Michigan)
Sunvalley Shopping Center LLC	Sunvalley Shopping Center (Concord, California).

JOINDER

3. On November 8, 2018, the NW Properties Landlords filed the Objection, raising certain issues with regard to the Motion and the relief sought in the Motion. The Taubman Landlords join in that Objection.

4. In addition, the Taubman Landlords join in the objections to the Debtors' requested relief filed by other landlords and parties-in-interest to the extent they are not inconsistent with the Objection and this Joinder.

RESERVATION OF RIGHTS

5. The Taubman Landlords expressly reserve any and all rights to supplement or

amend this Joinder and make any other objections to further relief sought by the Debtors.

CONCLUSION

WHEREFORE, the Taubman Landlords respectfully request that this Court enter an order:

(a) sustaining the Objection and this Joinder; (b) modifying the relief request by the Debtors to address the issues raised; and (c) granting the Taubman Landlords such other and further relief as this Court deems just and appropriate under the circumstances.

Dated: November 9, 2018

HALPERIN BATTAGLIA BENZIJA, LLP

/s/ Donna H. Lieberman

Donna H. Lieberman, Esq.

40 Wall Street, 37th Floor

New York, NY 10005

Telephone: (212) 765-9100

dlieberman@halperinlaw.net

AND

TAUBMAN

/s/ Andrew Conway

Andrew Conway, Esq.

Vice President, Senior Counsel

200 East Long Lake Road, Suite 300

Bloomfield Hills, Michigan 48304-2324

Telephone: (248) 258-7427

Aconway@taubman.com

Co-counsel to the Taubman Landlords